

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

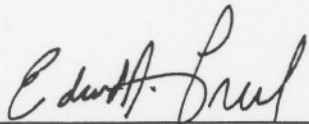
"ATKEMIX THIRTY-SEVEN INC.", A DELAWARE CORPORATION,  
WITH AND INTO "STAUFFER MANAGEMENT COMPANY LLC" UNDER THE NAME OF "STAUFFER MANAGEMENT COMPANY LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE SEVENTH DAY OF DECEMBER, A.D. 2000, AT 4 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

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001611668



  
Edward J. Freel, Secretary of State  
AUTHENTICATION: 0838036

DATE: 12-07-00

**CERTIFICATE OF MERGER  
MERGING  
ATKEMIX THIRTY-SEVEN INC.  
INTO  
STAUFFER MANAGEMENT COMPANY LLC**

The undersigned limited liability company, organized and existing under and by virtue of the Delaware Limited Liability Company Act, does hereby certify that:

FIRST: The name and state of domicile of each of the constituent entities in the merger are as follows:

<u>Name</u>	<u>State of Domicile</u>
Atkemix Thirty-seven Inc.	Delaware
Stauffer Management Company LLC	Delaware

SECOND: An Agreement and Plan of Merger between the parties to the merger has been adopted, approved, certified, executed and acknowledged by each of the constituent entities in accordance with the requirements of Section 264 of the General Corporation Law of the State of Delaware and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving limited liability company is Stauffer Management Company LLC.

FOURTH: The merger shall be effective upon the filing of this Certificate of Merger in the Office of the Secretary of State of the State of Delaware.


FIFTH: The executed Agreement and Plan of Merger is on file at the principal place of business of the surviving limited liability company. The address of the principal place of business of the surviving limited liability company is Stauffer Management Company LLC, 1800 Concord Pike, Wilmington, DE 19850-5438.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving limited liability company, on request and without cost, to any stockholder of the constituent corporation and any member of the constituent limited liability company.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:00 PM 12/07/2000  
001611668 - 3325943

IN WITNESS WHEREOF, Stauffer Management Company LLC has caused this Certificate of Merger to be duly executed in its name this 7th day of December, 2000.

Stauffer Management Company LLC

By:   
Name: Glenn M. Engelmann  
Title: Chairman

Atk.37 Merger & Cert.doc